As filed with the Securities and Exchange Commission on July 28, 2004

Registration No. 333-113865

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 6
to

FORM S-1
REGISTRATION STATEMENT

Under
THE SECURITIES ACT OF 1933

MetroPCS Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware	4812	20-0836269
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

8144 Walnut Hill Lane, Suite 800
Dallas, Texas 75231
(214) 265-2550
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Roger D. Linquist
President, Chief Executive Officer,
Secretary and Chairman of the Board
8144 Walnut Hill Lane, Suite 800
Dallas, Texas 75231
(214) 265-2550
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Andrews Kurth LLP
600 Travis, Suite 4200
Houston, Texas 77002
(713) 220-4200
Attn: Henry Havre
Kin Gill

Latham & Watkins LLP
885 Third Avenue, Suite 1000
New York, New York 10022
(212) 906-1200
Attn: Ian Blumenstein

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effectiveness of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If the delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common stock, par value $0.0001 per share (1)	$607,200,000	$76,933 (3)

(1) Includes shares of common stock issuable upon the exercise of the underwriters' over-allotment option.
(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
(3) The registrant has previously paid these fees.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 6 to MetroPCS Communication, Inc.'s Form S-1 is being filed to amend a previously filed Exhibit 5.1.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 16. ***Exhibits and Financial Statement Schedules.***

(a) Exhibits. The following exhibits are filed as part of this registration statement:

Exhibit No.	
1.1††	Form of Underwriting Agreement.
2.1††	Agreement and Plan of Merger, dated as of April 6, 2004, by and among MetroPCS Communications, Inc., MPCS Holdco Merger Sub, Inc. and MetroPCS, Inc.
3.1††	Certificate of Incorporation of MetroPCS Communications, Inc.
3.2††	Bylaws of MetroPCS Communications, Inc.
4.1††	Specimen of common stock certificate.
5.1*	Opinion of Andrews Kurth LLP regarding the legality of the securities being registered hereby.
10.1(a)†	General Agreement for Purchase of Personal Communications Services Systems, dated as of October 1, 2002, by and between MetroPCS Wireless, Inc. and Lucent Technologies, Inc. (incorporated by reference to Exhibit 10.2 to Amendment No. 1 to MetroPCS, Inc.'s Registration Statement on Form S-4 as filed with the SEC on January 6, 2004 (SEC File No. 333-111470)). (Portions of this exhibit have been omitted pursuant to a request for confidential treatment.)
10.1(b)††	Amendment No. 3 to General Agreement for Purchase of Personal Communications Services Systems, dated as of February 1, 2004. (Portions of this exhibit have been omitted pursuant to a request for confidential treatment.)
10.2(a)†	Securities Purchase Agreement, dated as of July 17, 2000, by and among MetroPCS, Inc., each of the Subsidiary parties listed on Schedule 1 thereto and each of the Purchaser parties listed on Schedule 2 thereto, as amended by (i) Amendment No. 1 to Securities Purchase Agreement, dated as of November 13, 2000, (ii) Amendment No. 2 to Securities Purchase Agreement, dated as of December 12, 2000, (iii) Amendment No. 3 to Securities Purchase Agreement, dated as of December 19, 2000, (iv) Amendment No. 4 to Securities Purchase Agreement, dated as of January 4, 2001, and (v) Amendment No. 5 to Securities Purchase Agreement, dated as of January 9, 2001 (incorporated by reference to Exhibit 10.3 to MetroPCS, Inc.'s Registration Statement on Form S-4 as filed with the SEC on December 23, 2003 (SEC File No. 333-111470)).
10.2(b)††	Amendment No. 6 to Securities Purchase Agreement, dated as of November 3, 2003.
10.2(c)††	Amendment No. 7 to Securities Purchase Agreement, dated as of May 19, 2004.
10.3(a)†	Amended and Restated Stockholders Agreement, dated as of July 17, 2000, by and among MetroPCS, Inc. and the Stockholders named therein, as amended by (i) Amendment No. 1 to Amended and Restated Stockholders Agreement, dated as of November 13, 2000, and (ii) Amendment No. 2 to Amended and Restated Stockholders Agreement, dated as of January 4, 2001 (incorporated by reference to Exhibit 10.4 to MetroPCS, Inc.'s Registration Statement on Form S-4 as filed with the SEC on December 23, 2003 (SEC File No. 333-111470)).
10.3(b)††	Amendment No. 3 to Amended and Restated Stockholders Agreement, dated as of November 3, 2003.
10.3(c)††	Amendment No. 4 to Amended and Restated Stockholders Agreement, dated as of May 19, 2004.

Exhibit No.	
10.4(a)†	Form of Installment Payment Plan Note, dated as of January 27, 1997, issued in favor of the Federal Communications Commission, as amended by First Amended and Modified Installment Payment Plan Note For Broadband PCS C Block, dated as of October 8, 1998 (incorporated by reference to Exhibit 10.5(a) to MetroPCS, Inc.'s Registration Statement on Form S-4 as filed with the SEC on December 23, 2003 (SEC File No. 333-111470)).
10.4(b)†	Schedule of Installment Payment Plan Notes containing provisions set forth in the Form of Installment Payment Plan Note filed as Exhibit 10.5(a) (incorporated by reference to Exhibit 10.5(b) to Amendment No. 1 to MetroPCS, Inc.'s Registration Statement on Form S-4 as filed with the SEC on January 6, 2004 (SEC File No. 333-111470)).
10.5†	Indenture, dated as of September 29, 2003, by and among MetroPCS, Inc., as issuer, the Guarantors, as defined therein, and U.S. Bank National Association, as Trustee, relating to our 10¾% Senior Notes due 2011 (incorporated by reference to Exhibit 4.1 to MetroPCS, Inc.'s Registration Statement on Form S-4 as filed with the SEC on December 23, 2003 (SEC File No. 333-111470)).
10.6††	Form of Officer and Director Indemnification Agreement.
10.7††	Second Amended and Restated 1995 Stock Option Plan.
10.8††	2004 Equity Incentive Compensation Plan
10.9††	Letter agreement, dated as of May 19, 2004, by and among MetroPCS, Inc., MetroPCS Communications, Inc. and the Consenting Preferred Stockholders named therein.
21.1††	Subsidiaries of Registrant.
23.1††	Consent of PricewaterhouseCoopers LLP.
23.2*	Consent of Andrews Kurth LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (previously filed on the signature page of this registration statement except those for (i) Mr. Barnes and Mr. Patrick, which were previously filed as Exhibit 24.1 to amendment no. 2 to this registration statement and (ii) Mr. Stapleton, which was previously filed as Exhibit 24.1 to amendment no. 3 to this registration statement).

* Filed herewith.
** To be filed by an amendment to this registration statement.
† Incorporated by reference herein.
†† Previously filed.

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Dallas, State of Texas, on this 28th day of July, 2004.

METROPCS COMMUNICATIONS, INC.

By: /s/ Roger D. Linquist

Roger D. Linquist
President, Chief Executive Officer, Secretary and Chairman of the Board

Pursuant to requirements of the Securities Act, this amendment has been signed on July 28, 2004 by the following persons in the capacities indicated.

/s/ Roger D. Linquist	/s/ J. Lyle Patrick
Roger D. Linquist **President, Chief Executive Officer, Secretary and Chairman of the Board** **(Principal Executive Officer)**	**J. Lyle Patrick** **Vice President and Chief Financial Officer** **(Principal Financial Officer)**
*	/s/ Michael N. Lavey
W. Michael Barnes **Director**	**Michael N. Lavey** **Vice President and Controller** **(Principal Accounting Officer)**
*	*
C. Boyden Gray **Director**	**Harry F. Hopper, III** **Director**
*	*
Joseph T. McCullen, Jr. **Director**	**Arthur C. Patterson** **Director**
*	*
John Sculley **Director**	**Craig R. Stapleton** **Director**
	*
	James F. Wade **Director**

*By: /s/ Roger D. Linquist

Attorney-in-fact

Exhibit 5.1

[Letterhead of Andrews Kurth LLP]

July 28, 2004

Board of Directors
MetroPCS Communications, Inc.
8144 Walnut Hill Lane, Suite 800
Dallas, Texas 75231

Ladies and Gentlemen:

We have acted as special counsel to MetroPCS Communications, Inc., a Delaware corporation (the "Company"), in connection with (i) the registration statement on Form S-1 (File No. 333-113865) filed by the Company with the Securities and Exchange Commission (the "SEC") and (ii) all amendments thereto (such registration statement, as so amended, being referred to herein as the "Registration Statement"). The Registration Statement pertains to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of (i) the issuance and sale by the Company of 12,000,000 shares of the Company's common stock, par value $0.0001 per share (the "Common Stock"), in a firm commitment underwritten public offering, (ii) the sale by certain selling stockholders (the "Selling Stockholders") of 12,000,000 shares of Common Stock in such firm commitment underwritten public offering and (iii) the potential sale by the Selling Stockholders of up to an aggregate of 3,600,000 shares of Common Stock pursuant to an over-allotment option granted to the underwriters in such offering. Shares of Common Stock to be issued and sold by the Company in such offering are referred to herein as the "Primary Shares" and shares of Common Stock to be sold by the Selling Stockholders in such offering are referred to herein as the "Secondary Shares." This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions set forth herein, we have examined and relied on originals or copies of the following: (i) the Registration Statement; (ii) the form of Underwriting Agreement filed as an exhibit to the Registration Statement (the "Underwriting Agreement") proposed to be entered into by and among (a) the Company, as issuer, and (b) Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC, J.P. Morgan Securities Inc., Thomas Weisel Partners LLC, as representatives of the several underwriters named therein (the "Underwriters"), and (c) the Selling Stockholders; (iii) a specimen certificate evidencing the Common Stock; (iv) the Amended and Restated Certificate of Incorporation of the Company; (v) the Amended and Restated By-laws of the Company; (vi) certain resolutions adopted by the Board of Directors of the Company; (vii) certain resolutions of the board of directors of MetroPCS, Inc., a Delaware corporation and a subsidiary of the Company ("MetroPCS"), (viii) the Agreement of Merger dated April 6, 2004 (the "Merger Agreement") among MPCS Holdco Merger Sub, Inc., a Delaware corporation ("Merger Sub"), MetroPCS and the Company, pursuant to which Merger Sub was merged with and into MetroPCS and all the issued and outstanding stock of MetroPCS was converted into stock of the Company and (ix) the Certificate of Merger filed with the Secretary of State of the State of Delaware on July 13, 2004 effecting on such date the merger (the "Merger") contemplated by the Merger Agreement. We also have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, MetroPCS and Merger Sub, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. In rendering the opinion set forth in paragraph 2 below, we have assumed, with respect to the shares of MetroPCS (the "Converted Shares") that were converted into Secondary Shares of MetroPCS communications upon consummation of the merger on July 13, 2003, that MetroPCS had issued all the Converted Shares at various times prior to consummation of the Merger only after receiving the entire amount of the consideration contemplated in the resolutions of its Board of Directors authorizing the issuance of those converted Shares.

As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and of public officials.

We do not express any opinion as to any laws other than the Delaware General Corporation Law, and we do not express any opinion as to the effect of any other laws on the opinion stated herein.

Based upon and subject to the foregoing, we are of the opinion that:

1. When (i) the Underwriting Agreement has been duly executed and delivered and (ii) certificates representing the Primary Shares have been delivered to and paid for by the Underwriters at a price per share not less than the per share par value of the Common Stock, as contemplated by the Underwriting Agreement, the Primary Shares will have been duly authorized and validly issued, fully paid and nonassessable.

2. The Secondary Shares have been duly authorized, and are validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the SEC as an exhibit to the Registration Statement. We also consent to the reference to our firm under the heading “Legal Matters” in the prospectus forming a part of the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC. This opinion may be incorporated by reference in a registration statement by the Company relating to the registration of additional shares of Common Stock pursuant to Rule 462(b) under the Securities Act, in which case the opinion expressed herein will apply to the additional shares registered thereunder. This opinion speaks as of its date, and we undertake no, and hereby disclaim any, duty to advise as to changes of fact or law coming to our attention after the delivery hereof on such date.

Very truly yours,

/s/ Andrews Kurth LLP

Andrews Kurth LLP